

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

IN RE GREAT LAKES DREDGE & DOCK
CORPORATION SECURITIES LITIGATION

No. 1:13-cv-02115
Honorable Charles R. Norgle, Sr.

DEFENDANTS' MOTION TO DISMISS AMENDED COMPLAINT

Defendants Great Lakes Dredge & Dock Corporation (“GLDD”), Jonathan W. Berger, Bruce Biemeck, and William S. Steckel (collectively “Defendants”), by their attorneys, hereby move this Court to dismiss this action on the following grounds, which are more fully set forth in the accompanying Memorandum of Law in Support (“Memorandum”):

1. This is a purported shareholder class action in which Plaintiffs allege violations of Sections 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5, and violations of Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a), by Defendants.

2. The Section 10(b) and Rule 10b-5 claims are subject to the heightened pleading standards of the Private Securities Litigation Reform Act, which sets forth exacting pleading standards for all private rights of action brought under the Act, *see* 15 U.S.C. § 78u-4. Under these heightened standards, Plaintiffs must, among other things, plead particularized facts giving rise to a strong inference of fraudulent intent, i.e. scienter, for each Defendant.

3. For all the reasons set forth in the Memorandum, the Amended Complaint fails to state a claim. Specifically, Plaintiffs fail adequately to allege any inference, let alone a strong one, of fraudulent intent for any Defendant. And in the absence of any underlying violation of Section 10(b), Plaintiffs’ claim under Section 20(a) also fails.

WHEREFORE, for the foregoing reasons and for the reasons set forth at length in Defendants' Memorandum, which are incorporated by reference herein, Defendants respectfully request that the Amended Complaint be dismissed with prejudice pursuant to Federal Rule of Civil Procedure 12(b)(6).

Dated: October 8, 2013

Respectfully Submitted,

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CERTIFICATE OF SERVICE

John M. Skakun III, an attorney, hereby certifies that on October 8, 2013, he caused a true and correct copy of the foregoing document to be filed electronically using the CM/ECF system, which will send notice of this filing to counsel of record for Plaintiffs.

/s/ John M. Skakun III
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